## Edgar Filing: GRIFFON CORP - Form 4

CDIFFON CODD

Form 4											
January 31, 2	1									PPROVAL	
	UNITE	D STATES		ITIES Al hington, 1			NGE (	COMMISSION	OMB Number:	3235-0287	
Check this if no long subject to Section 10 Form 4 or Form 5	SECUR	TIES			NERSHIP OF	Expires: Estimated a burden hou response	irs per				
obligation may conti <i>See</i> Instru 1(b).	nue. Section 1	7(a) of the		ility Hold	ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	n		
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> WALDORF WILLIAM			2. Issuer Name <b>and</b> Ticker or Trading Symbol GRIFFON CORP [GFF]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Cliet	ek all applicable)		
	ON FION, 712 FIF 8TH FLOOR	TH	(Month/Da 01/30/20	-				X Director Officer (give below)		b Owner er (specify	
	(Street)	Street) 4. If Amendment, Dat Filed(Month/Day/Year)				<ul> <li>Applicable Line)</li> <li>_X_ Form filed by</li> </ul>			oint/Group Filing(Check One Reporting Person		
NEW YORK	K, NY 10019							Form filed by M Person	Aore than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned	
(Instr. 3) any		on Date, if TransactionA		Disposed	l (A) c l of (D 4 and	))	SecuritiesIBeneficially(OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	01/30/2014			А	3,333	А	\$ 0 (1)	33,613	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: GRIFFON CORP - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh	ips			
	Director	10% Owner	Officer	Other		
WALDORF WILLIAM C/O GRIFFON CORPORATION 712 FIFTH AVENUE, 18TH FLOOR NEW YORK, NY 10019	Х					
Signatures						
/s/ Seth L. Kaplan, as attorney-in-fact	01/31	/2014				
**Signature of Reporting Person	Da	te				
Explanation of Responses:						

## If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock grant under Company's 2011 Equity Incentive Plan. The stock will vest in three (3) equal annual installments beginning on January 30, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.